

EXHIBIT B
AUCTION NOTICE

LOWENSTEIN SANDLER LLP

Kenneth A. Rosen, Esq.
John K. Sherwood, Esq.
Andrew Behlmann, Esq.
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500 (Telephone)
(973) 597-2400 (Facsimile)

*Proposed Counsel to the Debtors and
Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

Dots, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 14-11016 (DHS)

(Joint Administration Requested)

NOTICE OF BIDDING PROCEDURES, AUCTION, AND SALE HEARING

PLEASE TAKE NOTICE that on January 20, 2014, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

PLEASE TAKE FURTHER NOTICE that on January 31, 2014, the Debtors filed a motion (the “Motion”) seeking entry of orders (i) (a) approving procedures (the “Auction Procedures”) for the solicitation of bids and, if two or more Qualified Bids (as defined in the Motion) are received, for the conduct of an auction (the “Auction”) for the sale of substantially all of the Debtors’ assets free and clear of all liens, claims, encumbrances, and interests (the “Sale”) and (b) scheduling a hearing (the “Sale Hearing”) to consider approval of the Sale to the winning bidder at the Auction (the “Winning Bidder”); and (ii) (a) after the Auction and Sale Hearing, approving the Sale to the Winning Bidder, (b) approving the assumption and assignment of any executory contracts and unexpired leases to be assumed by the Winning Bidder in connection with the Sale, and (c) granting related relief.

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the purchase of substantially all of their assets pursuant to an order entered by the Bankruptcy Court

¹ The Debtors in these chapter 11 cases are Dots, LLC, IPC/Dots LLC, and Dots Gift LLC. The last four digits of Dots, LLC’s and IPC/Dots LLC’s tax identification numbers are (3957) and (8282), respectively.

on February 7, 2014 (the “Auction Procedures Order”), a copy of which is available on the Debtors’ restructuring website at <http://www.donlinrecano.com/dots>.² *This notice is qualified in its entirety by the Auction Procedures Order, which all interested bidders are encouraged to review the Auction Procedures Order in its entirety.*

PLEASE TAKE FURTHER NOTICE that dates, times, and locations for the Auction, Sale Hearing, and related deadlines are as follows:

| | |
|---------------------------------|--|
| Bid Deadline | February 17, 2014 |
| Auction | February 28, 2014, at 10:00 a.m. (Eastern) Lowenstein Sandler LLP 65 Livingston Avenue (East Building) Roseland, New Jersey 07068 |
| Sale Objection Deadline | March 1, 2014 at 4:00 p.m. (Eastern) Objections must be filed and served pursuant to the Auction Procedures Order. |
| Sale Hearing³ | March 3, 2014 at 2:00 p.m. (Eastern) United States Bankruptcy Court District of New Jersey Honorable Donald H. Steckroth 50 Walnut Street, Courtroom 3B Newark, New Jersey 07102 |

PLEASE TAKE FURTHER NOTICE that if the Debtors select a Stalking Horse Bidder, the Debtors will file the Stalking Horse Notice within two days after the Bid Deadline. The Stalking Horse Notice will include (a) a copy of the Agreement embodying the Stalking Horse Bid, (b) a summary of any break-up fee, expense reimbursement, or other similar bidder protections contemplated by the Stalking Horse Bid (“Bid Protections”), (c) a summary of the material terms of the Stalking Horse Bid as required by the *Guidelines for Sale of Estate Property* set forth in the Appendix to Local Bankruptcy Rule 6004-1, (d) the proposed form of order approving the Sale, and (e) a summary of the bidding increments the Debtors, in consultation with the Lenders and the Committee, have established for the initial overbid above the Stalking Horse Bid at the Auction and any overbids thereafter.

PLEASE TAKE FURTHER NOTICE that within two days after the Bid Deadline, that Debtors may file on the docket in the Chapter 11 Cases one or more Supplemental Briefs related to issues raised by the Stalking Horse Bid, if any, or any Qualified Bid, including but not limited to the approval of any Bid Protections. Copies of any Supplemental Brief will be available on the Debtors’ restructuring website at <http://www.donlinrecano.com/dots> and will be served only upon the Order Notice Parties and any other parties the Debtors reasonably determine are affected by the issues raised in such Supplemental Brief.

² Capitalized terms used but not defined herein have the meanings ascribed thereto in the Auction Procedures Order.

³ The Sale Hearing may be adjourned from time to time without further notice other than by announcement of the adjournment in open court on the date schedule for the Sale Hearing and the filing of a notice of adjournment on the Court’s docket.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Sale (“Sale Objections”) must be filed with the Bankruptcy Court and served so as to be actually received by the Objection Notice Parties no later than 4:00 p.m. (Eastern) on March 1, 2014 (the “Sale Objection Deadline”). Any party that does not file and serve a Sale Objection in accordance with the Auction Procedures Order will be forever barred and estopped from asserting, and deemed to have waived, any and all objections to the Sale.

PLEASE TAKE FURTHER NOTICE that the deadlines, Sale Hearing date, and other dates set forth herein may be adjourned from time to time without further notice other than by announcement of the adjournment in open court and/or the filing of a notice of adjournment on the Court’s docket. Parties receiving this notice are encouraged to visit the Debtors’ restructuring website at <http://www.donlinrecano.com/dots> to obtain a copy of the Motion and view up-to-date information regarding the Sale, including any adjourned deadlines or other dates, located under the “Sale Documents” tab.

Dated: February 7, 2014

LOWENSTEIN SANDLER LLP

/s/ Kenneth A. Rosen

Kenneth A. Rosen, Esq.

John K. Sherwood, Esq

Andrew Behlmann, Esq.

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